

DECHERT LLP

Glenn E. Siegel
Mauricio A. España
Rebecca S. Kahan
1095 Avenue of the Americas
New York, New York 10036-6797
Telephone: (212) 698-3500
Facsimile: (212) 698-3599

*Counsel to The Bank of New York Mellon
and The Bank of New York Mellon Trust
Company, N.A., as Trustee of Certain
Mortgage-Backed Securities Trusts*

SEWARD & KISSEL LLP

Mark D. Kotwick
Brian P. Maloney
Ryan Suser
One Battery Park Plaza
New York, New York 10004
Telephone: (212) 574-1200
Facsimile: (212) 480-8421

*Counsel to U.S. Bank National Association,
as Trustee of Certain Mortgage-Backed
Securities Trusts*

ALSTON & BIRD LLP

John C. Weitnauer (*pro hac vice*)
Michael E. Johnson
90 Park Avenue
New York, NY 10016
Telephone: (212) 210-9400
Facsimile: (212) 210-9444

*Counsel to Wells Fargo Bank, N.A., as
Trustee of Certain Mortgage Backed
Securities Trusts*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,)	
)	Chapter 11
Debtors.)	
)	Jointly Administered

**NOTICE OF FILING OF DECLARATION OF WILLIAM HAO IN SUPPORT OF FGIC
TRUSTEES' RESPONSE TO MOTION *IN LIMINE* THREE (PFEIFFER TESTIMONY)**

PLEASE TAKE NOTICE that The Bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A. (collectively, “**BNY Mellon**”), U.S. Bank National Association (“**U.S. Bank**”), and Wells Fargo Bank, N.A. (“**Wells Fargo**”), solely in their

respective capacities as trustee or indenture trustee for certain mortgage backed securities trusts (collectively, the “**FGIC Trustees**”) hereby file the *Declaration of William Hao in Support of FGIC Trustees’ Response To Motion In Limine Three (Pfeiffer Testimony)* (the “**Hao Declaration**”), attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that, pursuant to the *Order Regarding Exchange of Confidential Information* [ECF No. 4249] (the “**Confidentiality Order**”), dated July 16, 2013, certain of the exhibits to the Hao Declaration are hereby filed in redacted form and under seal. Unredacted copies of the exhibits will be provided to the Bankruptcy Court and served on parties to the Confidentiality Order.

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Dated: New York, New York
August 13, 2013

DECHERT LLP

By: /s/ Glenn E. Siegel
Glenn E. Siegel
Mauricio A. España
Rebecca S. Kahan
1095 Avenue of the Americas
New York, New York 10036-6797
Telephone: (212) 698-3500
Facsimile: (212) 698-3599

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Mark D. Kotwick
Brian P. Maloney
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One Battery Park Plaza
New York, New York 10004
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Facsimile: (212) 480-8421

*Counsel to U.S. Bank National Association,
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Securities Trusts*

ALSTON & BIRD LLP

By: /s/ William Hao
John C. Weitnauer (*pro hac vice*)
Michael E. Johnson
William Hao
90 Park Avenue
New York, NY 10016
Telephone: (212) 210-9400
Facsimile: (212) 210-9444

*Counsel to Wells Fargo Bank, N.A., as
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Securities Trusts*

EXHIBIT A

ALSTON & BIRD LLP

John C. Weitnauer (*pro hac vice*)

William Hao

90 Park Avenue

New York, NY 10016

Telephone: (212) 210-9400

Facsimile: (212) 210-9444

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,)	
)	Chapter 11
Debtors.)	
)	Jointly Administered

**DECLARATION OF WILLIAM HAO IN SUPPORT OF FGIC TRUSTEES' RESPONSE
TO MOTION IN LIMINE THREE (PFEIFFER TESTIMONY)**

I, William Hao, declare as follows:

1. I am an associate with Alston & Bird LLP, which maintains offices located at 90 Park Avenue, New York, New York 10016, counsel to Wells Fargo Bank, N.A., in connection with the above-captioned Chapter 11 cases.

2. I submit this Declaration in support of the FGIC Trustees'¹ Response to *CQS ABS Master Fund Limited, and Bayview Fund Management LLC's Motion In Limine to Preclude the*

¹ The Bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A. (collectively, "**BNY Mellon**"), U.S. Bank National Association ("**U.S. Bank**"), and Wells Fargo Bank, N.A. ("**Wells Fargo**"), solely in their respective capacities as trustee, indenture trustee, securities administrator, co-administrator, paying agent, grantor trustee, custodian and/or other similar agencies or as master servicer for those certain forty-seven (47) mortgage backed securities trusts (the "**FGIC Insured Trusts**") that are the subject of *Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 For Approval of the Settlement Agreement among the Debtors, FGIC, the FGIC Trustees and Certain Institutional Investors* [Docket No. 3929] (the "**FGIC 9019 Motion**").

Testimony of Allen M. Pfeiffer Regarding the Debtors' 9019 Motion (Motion in Limine Three)
[Docket No. 4546].

3. Attached hereto as Exhibit 1 is a true and correct copy of the hearing held in this matter on July 25, 2013.

4. Attached hereto as Exhibit 2 is a true and correct copy of the transcript of the deposition of Allen M. Pfeiffer on July 24, 2013.

5. Attached hereto as Exhibit 3 is a true and correct copy of the Expert Report of Allen M. Pfeiffer, dated July 19, 2013.

6. Attached hereto as Exhibit 4 is a true and correct copy of a letter from Howard S. Koh to Peter Goodman, dated July 8, 2013.

7. Attached hereto as Exhibit 5 is a true and correct copy of a letter from Howard S. Koh to Mary Eaton, dated July 8, 2013.

8. Attached hereto as Exhibit 6 is a true and correct copy of an email from Brian P. Maloney to Mary Eaton, and others, dated July 21, 2013.

9. Attached hereto as Exhibit 7 is a true and correct copy of an email chain from Michael Johnson to Mary Eaton, and others, dated July 22, 2013.

10. Attached hereto as Exhibit 8 is a true and correct copy of an email chain from Brian P. Maloney to Mary Eaton, and others, dated July 23, 2013.

11. Attached hereto as Exhibit 9 is a true and correct copy of an email chain from Michael Johnson to Mary Eaton, and others, dated August 1, 2013.

12. Attached hereto as Exhibit 10 is a true and correct copy of an email chain from Mary Eaton to Michael Johnson, and others, dated August 1, 2013.

13. Attached hereto as Exhibit 11 is a true and correct copy of an email chain from Michael Johnson to Mary Eaton, and others, dated August 2, 2013.

14. Attached hereto as Exhibit 12 is a true and correct copy of an email chain from Michael Johnson to Mary Eaton, and others, dated August 6, 2013.

15. Attached hereto as Exhibit 13 is a true and correct copy of an email chain from Brian P. Maloney to Mary Eaton, and others, dated August 7, 2013.

[remainder of page left intentionally blank]

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 13, 2013.

/s/ William Hao

William Hao